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COMPANY DATA:
COMPANY CONFORMED NAME: NORFOLK SOUTHERN CORP
CENTRAL INDEX KEY: 0000702165
STANDARD INDUSTRIAL CLASSIFICATION: 4011
IRS NUMBER: 521188014
STATE OF INCORPORATION: VA
FISCAL YEAR END: 1231

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BUSINESS ADDRESS:
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STATE: VA
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PAGE 1

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-K

(X) ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) of THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 1993.
OR
( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Exhibit 1

Commission file number 1-8339

NORFOLK SOUTHERN CORPORATION

(Exact name of registrant as specified in its charter)

Virginia	52-1188014
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
Three Commercial Place, Norfolk, Virginia	23510-2191
(Address of principal executive offices)	(Zip Code)
Registrant's telephone number, including area code	(804) 629-2680

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class	Name of each exchange on which registered
Norfolk Southern Corporation Common Stock (Par Value $1.00)	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes (X) No ( )

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ( )

The aggregate market value of the voting stock held by nonaffiliates as of February 28, 1994: $9,531,338,460

The number of shares outstanding of each of the registrant's classes of common stock, as of February 28, 1994: 138,143,035 (excluding 7,252,634 shares held by registrant's consolidated subsidiaries)

<PAGE> PAGE 2

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the Registrant's definitive proxy statement (to be dated April 4, 1994) to be filed electronically pursuant to Regulation 14A not later than 120 days after the end of the fiscal year are incorporated by reference in Part III.

<PAGE> PAGE 3

TABLE OF CONTENTS

<PAGE> PAGE 4

PART I

Item 1. Business.
- ------ --------
and
Item 2. Properties.
- ------ ----------

GENERAL. Norfolk Southern Corporation (Norfolk Southern) was incorporated on July 23, 1980, under the laws of the Commonwealth of Virginia. On June 1, 1982, Norfolk Southern acquired control of two major operating railroads, Norfolk and Western Railway Company (NW) and Southern Railway Company (Southern). In accordance with an Agreement of Merger and Reorganization dated as of July 31, 1980, and related Plans of Merger, and the approval of the transaction by the Interstate Commerce Commission (ICC), each issued share of NW's common stock was converted into one share of Norfolk Southern Common Stock and each issued share of Southern common stock was converted into 1.9 shares of Norfolk Southern Common Stock. The outstanding shares of Southern's preferred stock remained outstanding without change.

Effective December 31, 1990, Norfolk Southern transferred all the common stock of NW to Southern, and Southern's name was changed to Norfolk Southern Railway Company (Norfolk Southern Railway). As of February 28, 1994, all the common stock of NW (100 percent voting control) is owned by Norfolk Southern Railway, and all the common stock of Norfolk Southern Railway and 7.1 percent of its preferred stock (resulting in 94.3 percent voting control) are owned directly by Norfolk Southern.

On June 21, 1985, Norfolk Southern acquired control of North American Van Lines, Inc. and its subsidiaries (NAVL), a diversified motor carrier. In accordance with an Acquisition Agreement dated May 2, 1984, and the approval of the transaction by the ICC, Norfolk Southern acquired all the issued and outstanding common stock of NAVL from PepsiCo, Inc. During 1993, NAVL underwent a restructuring (see discussion on page 7 and in Note 3 of Notes to Consolidated Financial Statements on page 74) designed to enhance its opportunities to return to profitability.

Unless indicated otherwise, Norfolk Southern and its subsidiaries are referred to collectively as NS.

STOCK PURCHASE PROGRAMS. Norfolk Southern announced on November 24, 1987, that its Board of Directors had authorized the purchase of up to 20 million shares of Norfolk Southern's common stock through the end of 1990. This program was completed in November 1989. On October 24, 1989, the Board of Directors authorized the purchase of up to an additional 45 million shares of common stock. Purchases under these programs initially were made with internally generated cash. Beginning in May 1990, some purchases were financed with proceeds from the sale of short-term notes pursuant to the commercial paper program discussed below. On January 29, 1992, Norfolk Southern announced that, primarily related to issues surrounding the 1991 special charge (see Note 15 of Notes to Consolidated Financial

Statements on page 85), the purchase program would continue, but at a slower pace and over a longer authorized period with purchases dependent on market conditions, the economy, cash needs and

alternative investment opportunities. As of December 31, 1993, 33.6 million shares had been purchased pursuant to the current program resulting in a total of 53.6 million shares purchased and retired since 1987 at a cost of approximately $2.2 billion. If all 45 million shares are purchased under the current program, the number of outstanding shares of common stock will have been reduced by about one third since 1987. Purchases are made in regular brokerage transactions on the open market at prevailing market prices and otherwise in accordance with Securities and Exchange Commission regulations.

In June 1989, Norfolk Southern announced that it intended to purchase up to 250,000 shares of Norfolk Southern Railway's $2.60 Cumulative Preferred Stock, Series A, during the subsequent two-year period. In May 1991, Norfolk Southern extended the previously announced stock purchase program through 1993. In March 1994, Norfolk Southern announced that it would continue purchasing up to 250,000 shares of the stock through 1996. From June 2, 1989, through December 31, 1993, Norfolk Southern had purchased 77,626 shares of the preferred stock at a total cost of approximately $2.67 million.

COMMERCIAL PAPER PROGRAM AND DEBT ISSUANCE. In May 1990, Norfolk Southern established a commercial paper program principally to finance the purchase and retirement of its common stock. Commercial paper debt is due within one year, but a portion has been classified as long-term because Norfolk Southern has the ability and intends to refinance its commercial paper on a long-term basis, either by issuing additional commercial paper (supported by a revolving credit agreement) or by replacing commercial paper notes with long-term debt. The original $350 million credit agreement was replaced effective June 9, 1992, by a credit agreement expiring June 9, 1995, having a credit limit of $400 million. The agreement provides for interest on borrowings at prevailing short-term rates and contains customary financial covenants, including principally a minimum tangible net worth requirement of $3 billion and a restriction on the creation or assumption of certain liens.

Norfolk Southern intends to replace the current credit agreement with a new agreement during the first half of 1994. It is expected that the new credit agreement will have a term of five years, a credit limit of $500 million and covenants similar to those included in the current agreement.

In January 1991, Norfolk Southern filed with the Securities and Exchange Commission a shelf registration statement on Form S-3 covering the issuance of up to $750 million principal amount of unsecured debt securities. On March 13, 1991, Norfolk Southern issued and sold $250 million principal amount of its 9 percent Notes due March 1, 2021 (9% Notes). The 9% Notes are not redeemable prior to

maturity and are not entitled to any sinking fund. Proceeds from the sale of the 9% Notes were used to purchase and retire shares of Norfolk Southern Common Stock and to retire short-term commercial paper debt issued to fund previous share purchases.

On February 26, 1992, Norfolk Southern issued and sold $250 million principal amount of its 7-7/8 percent Notes due

February 15, 2004 (7-7/8% Notes). The 7-7/8% Notes are not redeemable prior to maturity and are not entitled to any sinking fund. Proceeds from the sale of the 7-7/8% Notes were used to purchase and retire shares of Norfolk Southern Common Stock and to retire short-term commercial paper debt.

RAILROAD OPERATIONS. As of December 31, 1993, NS' railroads operated 14,589 miles of road in the states of Alabama, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maryland, Michigan, Mississippi, Missouri, New York, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Virginia and West Virginia, and the Province of Ontario, Canada. Of this total, 12,761 miles are owned, 677 miles are leased and 1,151 miles are operated under trackage rights. Of the operated mileage, 11,870 miles are main line and 2,719 miles are branch line. In addition, NS' railroads operate approximately 11,266 miles of passing, industrial, yard and side tracks.

NS' railroads have major leased lines in North Carolina and between Cincinnati, Oh., and Chattanooga, Tn. The North Carolina leases, covering approximately 300 miles, expire at the end of 1994, and NS' railroads are discussing possible renewals with the lessor. If these leases are not renewed, NS' railroads could be required to continue using the lines subject to conditions prescribed by the ICC or they might find it necessary ultimately to operate over an alternate route or routes. It is not expected that the resolution of this matter, whether resulting in renewal of the leases, continued use of the leased lines under prescribed conditions or operation over one or more alternate routes, will have a material effect on NS' consolidated financial position. The Cincinnati-Chattanooga lease, covering about 335 miles, expires in 2026, subject to an option to extend the lease for an additional 25 years at terms to be agreed upon.

NS' lines carry raw materials, intermediate products and finished goods primarily in the Southeast and Midwest and to and from the rest of the United States and parts of Canada. These lines also transport overseas freight through several Atlantic and Gulf Coast ports. Atlantic ports served by NS include: Norfolk, Va.; Morehead City, N.C.; Charleston, S.C.; Savannah and Brunswick, Ga.; and Jacksonville, Fl. Gulf Coast ports served include: Mobile, Al., and New Orleans, La.

The lines of NS' railroads reach most of the larger industrial and trading centers of the Southeast and Midwest, with the exception of those in central and southern Florida. Atlanta,

Birmingham, New Orleans, Memphis, St. Louis, Kansas City (Missouri), Chicago, Detroit, Cincinnati, Buffalo, Norfolk, Charleston, Savannah and Jacksonville are among the leading centers originating and terminating freight traffic on the system. In addition to serving other established centers, its lines reach many industries, mines (in western Virginia, eastern Kentucky and southern West Virginia) and businesses located in smaller communities in its service area. The traffic corridors carrying the heaviest volumes of freight include those from the Appalachian coal fields of Virginia, West Virginia and Kentucky to Norfolk and Sandusky, Oh.; Buffalo to Chicago and Kansas City; Chicago to Jacksonville (via Cincinnati,

Chattanooga and Atlanta); and Washington, D.C./Hagerstown, Md., to New Orleans (via Atlanta and Birmingham).

Buffalo, Chicago, Hagerstown, Jacksonville, Kansas City, Memphis, New Orleans and St. Louis are major gateways for interterritorial system traffic.

MOTOR CARRIER OPERATIONS. NAVL's principal transportation activity is the domestic, irregular route common and contract carriage of used household goods and special commodities between points in the United States. NAVL also operates as an intrastate carrier of property in 17 states.

Prior to its restructuring in 1993, NAVL's domestic motor carrier business was organized into three primary divisions: Relocation Services (RS) specializing in residential relocation of household goods; High Value Products (HVP) specializing in office and industrial relocations and transporting exhibits; and Commercial Transport (CT) specializing in the transportation of truckload shipments of general commodities. In 1993, NAVL underwent a restructuring involving termination of the CT Division and sale of the operations of Tran-Star, Inc. (Tran-Star), NAVL's refrigerated trucking subsidiary. In 1993, NAVL discontinued CT's operations, transferred some parts of CT's business to other divisions and began selling CT's assets that are not needed in NAVL's other operations. The sale of Tran-Star's operations was completed on December 31, 1993. During 1993, the RS and HVP divisions conducted operations through agents at 707 locations in the United States. Agents are local moving and storage companies that provide NAVL with such services as solicitation, packing and warehousing in connection with the movement of household goods and specialized products. NAVL's domestic operations are expected to be conducted principally through the RS and HVP divisions in 1994 and thereafter.

Customized Logistics Services (CLS) was established in 1993 as an operating unit of the HVP Division. CLS' business is to focus NAVL's resources to respond to a variety of customer needs for integrated logistics services. The services include emergency parts order fulfillment, time definite transportation, and returns and merchandise recycling services.

<PAGE> PAGE 8

NAVL's foreign operations are conducted through the RS and HVP Divisions and through foreign subsidiaries, including North American Van Lines Canada, Ltd. The latter subsidiary provides motor carrier service for the transportation of used household goods and specialized commodities between most points in Canada through a network of approximately 182 agent locations. NAVL's international operations consist primarily of forwarding used household goods to and from the United States and between foreign countries through a network of approximately 350 foreign agents and representatives. NAVL's international operations are structured to align them with the services provided by its domestic operating divisions. All international household goods operations and related subsidiaries in Alaska, Canada and Panama are assigned to the RS Division. The remaining international operations, which include subsidiaries in the United States, Germany and the United Kingdom, are involved in the transportation of selected general and specialized commodities and are

assigned to the HVP Division.

The RS Division successfully completed its negotiations in the first quarter of 1992 to form a joint venture company known as UTS Europe Holding BV (UTS). The new entity, which is headquartered in Amsterdam, Netherlands, has been handling intra-European movement of household goods since March 1, 1992. NAVL has a 40 percent interest in UTS which is comprised of approximately 70 individual shareholders in 65 locations throughout Europe. To date, national and regional organizations have been formed under the UTS banner in Germany and the Netherlands (founding members), with an 8 percent and 5 percent interest in UTS, respectively. In addition, the United Kingdom (8 percent interest in UTS), Belgium (5 percent interest) and the Scandinavian countries (5 percent interest) have also formed under the UTS banner.

TRIPLE CROWN OPERATIONS. Until April 1993, Norfolk Southern's intermodal subsidiary, Triple Crown Services, Inc. (TCS), offered intermodal service using RoadRailer (Registered Trademark) (RT) equipment and domestic containers. RoadRailer(RT) units are enclosed vans which can be pulled over highways in tractor-trailer configuration and over the rails by locomotives. On April 1, 1993, the business, name and operations of TCS were transferred to Triple Crown Services Company (TCSC), a partnership formed by subsidiaries of Norfolk Southern and Consolidated Rail Corporation (CR). RoadRailer(RT) equipment owned or leased by TCS (which was renamed TCS Leasing, Inc.) is operated by TCSC. Because NS indirectly owns only 50 percent of TCSC (an affiliate of CR also owns 50 percent), the revenues of TCSC are not consolidated with the results of NS. TCSC offers door-to-door intermodal service using RoadRailer(RT) equipment and domestic containers in the corridors previously served by TCS, as well as service to the New York and New Jersey markets via CR. Major traffic corridors include those between New York and Chicago, Chicago and Atlanta and Atlanta and New York.

<PAGE> PAGE 9

TRANSPORTATION OPERATING REVENUES. NS' total transportation operating revenues were $4.5 billion in 1993. These revenues were received for the transportation of revenue freight: 262.3 million tons by rail and 3.2 million tons by motor carrier. Of the rail tonnage, approximately 210.4 million tons originated on line, approximately 222.8 million tons terminated on line (including 177.1 million tons of local traffic -- originating and terminating on line) and approximately 6.2 million tons was overhead traffic (neither originating nor terminating on line).

Revenue and revenue ton mile (one ton of freight moved one mile) contributions by principal transportation operating revenue sources for the period 1989 through 1993 are set forth in the following table:

<TABLE>
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Principal Transportation Operating Revenue Sources	Year Ended December 31,				
	1993	1992	1991	1990	1989
	(Revenues in Millions and Revenue Ton Miles in Billions)				